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Attorney for Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA

IN RE:

YELLOWSTONE MOUNTAIN CLUB, LLC,

Debtor.

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Case No. 08-61570

**APPLICATION TO APPROVE EMPLOYMENT OF PROFESSIONAL;
AND AFFIDAVIT**

The Application of **YELLOWSTONE MOUNTAIN CLUB, LLC**, respectfully
represents:

1. On the 10th day of November, 2008, Debtor filed a petition herein under Chapter 11.
2. **YELLOWSTONE MOUNTAIN CLUB, LLC**, wishes to employ **JAMES A. PATTEN** and the **PATTEN, PETERMAN, BEKKEDAHN & GREEN** law firm, as legal counsel.

3. Applicant has selected **JAMES A. PATTEN** and the **PATTEN, PETERMAN, BEKKEDHAL & GREEN** law firm for the following reasons: They are experienced and knowledgeable of the Debtor's business affairs, of Chapter 11 cases and of bankruptcy in general.

4. The professional services that **JAMES A. PATTEN** and the **PATTEN, PETERMAN, BEKKEDAHL & GREEN** law firm will render include: General counseling and representation before the Bankruptcy Court in connection with this case.

5. To the best of the Applicant's knowledge, **JAMES A. PATTEN** and **PATTEN, PETERMAN, BEKKEDAHL & GREEN** have no connection with the creditors, or any other party in interest, or their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, and is a "disinterested person" as defined in 11 U.S.C. 101(14); except that the firm represented H&E Equipment which is an unsecured creditor in this Chapter 11 Bankruptcy

6. The terms of employment of **JAMES A. PATTEN** and the **PATTEN, PETERMAN, BEKKEDAHL & GREEN** law firm agreed to by **YELLOWSTONE MOUNTAIN CLUB, LLC**, subject to the approval of the Court are:

a. Services rendered by the attorneys James A. Patten, Patricia D. Peterman, Bruce O. Bekkedahl, W. Scott Green, and Craig D. Martinson will be compensated at the rate of \$250.00 per hour. Amanda R. Lenning will be compensated at the rate of \$130.00 per hour.

Services rendered by the paralegals Diane S. Kephart, Valerie Cox, Phyllis Dahl, Marcia Berg and April J. Schueler will be compensated at the rate of \$110.00.

b. Telephone, photocopying, fax, and postage at cost; travel at \$0.585 per mile; out-of-pocket expenses at cost. The Applicants have no fee sharing agreement.

7. JAMES A. PATTEN and the PATTEN, PETERMAN, BEKKEDAHL & GREEN law firm represents no interest adverse to YELLOWSTONE MOUNTAIN CLUB, LLC or the estate in the matters upon which they are to be engaged, and their employment would be in the best interest of this estate.

8. JAMES A. PATTEN and the PATTEN, PETERMAN, BEKKEDAHL & GREEN law firm has received a \$15,273.00 retainer.

WHEREFORE, YELLOWSTONE MOUNTAIN CLUB, LLC, prays that its employment of JAMES A. PATTEN and the PATTEN, PETERMAN, BEKKEDAHL & GREEN law firm upon the terms specified be approved by the Court.

DATED this 10 day of ^{November}~~July~~, 2008.

YELLOWSTONE MOUNTAIN CLUB, LLC,

By: /s/Edra Blixseth
Edra Blixseth

AFFIDAVIT OF PROPOSED PROFESSIONAL

STATE OF MONTANA)
 :SS
County of Yellowstone)

JAMES A. PATTEN, PATRICIA D. PETERMAN, BRUCE O. BEKKEDAHL, W.
SCOTT GREEN, CRAIG D. MARTINSON, AMANDA R. LENNING, DIANE S.

KEPHART, VALERIE COX, PHYLLIS DAHL, MARCIA BERG and APRIL J. SCHUELER being duly sworn upon their oath, depose and state:

1. We are **JAMES A. PATTEN, PATRICIA D. PETERMAN, BRUCE O. BEKKEDAHL, W. SCOTT GREEN, CRAIG D. MARTINSON, AMANDA R. LENNING, VALERIE COX, DIANE S. KEPHART, PHYLLIS DAHL, MARCIA BERG and APRIL J. SCHUELER.**

2. To our knowledge we have no connection with the debtor, creditors, or any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee; and we are a "disinterested person" as defined in 11 U.S.C. 101(14); except that the firm represented H&E Equipment which is an unsecured creditor in this Chapter 11 Bankruptcy.

3. We represent no interest adverse to the debtor, or the estate in the matters upon which we are to be engaged.

4. We have received a retainer of \$15,273.00.

/s/James A. Patten

James A. Patten

/s/Patricia D. Peterman

Patricia D. Peterman

/s/Bruce O. Bekkedahl

Bruce O. Bekkedahl

/s/W. Scott Green

W. Scott Green

/s/Craig D. Martinson

Craig D. Martinson

/s/Amanda R. Lenning

Amanda R. Lenning

/s/Diane S. Kephart

Diane S. Kephart

/s/April J. Schueler

April J. Schueler

/s/Val Cox Val Cox
Val Cox

/s/Marcia Berg Marcia Berg
Marcia Berg

/s/Phyllis Dahl Phyllis Dahl
Phyllis Dahl

Subscribed and sworn to before me this 10th day of November, 2008.



Leanne Cooke Beatty
By: Leanne Cooke Beatty
Notary Public for the State of Montana
Residing at: Billings, Montana
My Commission Expires: 04-04-2009